

0100908005

OSTER
Researching Services
12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

December 28, 1995

19847
FILED
DEC 28 1995 - 11:11 AM
INTERSTATE COMMERCE COMMISSION

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Bill of Sale Agreement dated 12/27/95 between the following parties:

Vendor: Norfolk Western Railroad
Norfolk, VA 23510

Vendee: NorRail, Inc.
308 12th Avenue South
Buffalo, MN 55313

Equipment: See Attached.

Please record this document as a primary agreement. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosure

County Clerk - Mary A Oster

EXHIBIT A

Forty-seven (47) used 5200 cu. ft. covered hopper cars, bearing the following identifying initials and unit numbers:

NW 172003	NW 172065	NW 172215	NW 172287
NW 172005	NW 172077	NW 172228	NW 172296
NW 172008	NW 172092	NW 172233	NW 172313
NW 172013	NW 172121	NW 172234	NW 172315
NW 172017	NW 172126	NW 172236	NW 172319
NW 172027	NW 172151	NW 172251	NW 172321
NW 172034	NW 172154	NW 172255	NW 172333
NW 172041	NW 172165	NW 172267	NW 172336
NW 172048	NW 172185	NW 172273	NW 172343
NW 172049	NW 172186	NW 172276	NW 172360
NW 172056	NW 172196	NW 172281	NW 172366
NW 172063	NW 172199	NW 172286	



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/28/95

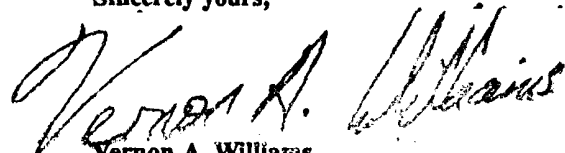
Office Of The Secretary

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/95 at 11:10AM , and assigned recordation number(s). 19847.

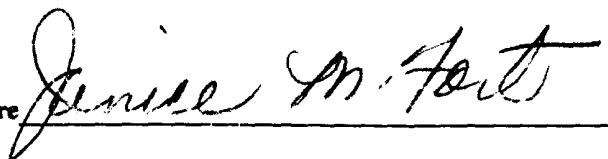
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)
(0100908005)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19847

DEC 28 1995 - 11:12 AM

Exchange #14
(NorRail)FEDERAL COMMISSION
BILL OF SALE

Norfolk and Western Railway Company ("Seller") for valuable consideration paid by NorRail, Inc. ("Buyer"), at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, sell, transfer, quitclaim and set over unto the Buyer, its successors and assigns, all its right, title and interest in the units of used railroad equipment identified on Exhibit A attached hereto (the "Equipment").

TO HAVE AND TO HOLD the Equipment unto Buyer, its successors and assigns, for its and their own use forever.

Seller hereby warrants to Buyer that Seller is the lawful owner of the Equipment, has valid title thereto, is duly authorized to sell the same and that title to the Equipment is transferred free of all liens, security interests or encumbrances.

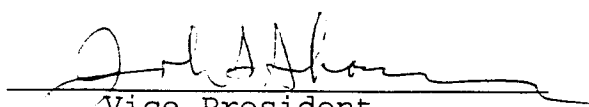
THE EQUIPMENT IS BEING SOLD ON AN "AS IS, WHERE IS" BASIS AND WITH ALL FAULTS. EXCEPT AS SET FORTH HEREIN, THE SELLER MAKES NO REPRESENTATION OR WARRANTY, EITHER EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE EQUIPMENT, INCLUDING WITHOUT LIMITATION ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY AND SHALL NOT BE LIABLE FOR LOST PROFITS OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL OR COMMERCIAL LOSSES OF ANY KIND.

This Bill of Sale is delivered pursuant to that certain Sale Agreement made as of October 10, 1995, between Seller and Buyer. All terms and conditions of that Sale Agreement shall survive execution and delivery of this Bill of Sale, and shall continue in full force and effect, indefinitely.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its duly authorized officer, this 27th day of December, 1995.

NORFOLK AND WESTERN RAILWAY COMPANY

By:


Vice President

Attest:


Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)
CITY OF NORFOLK)

On this 21st day of December, 1995, before me personally appeared John S. Shannon, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk and Western Railway Company, a Virginia corporation, that the seal affixed to the foregoing Bill of Sale is the corporate seal of said corporation, that the Bill of Sale was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged the execution of the foregoing Bill of Sale was the free act and deed of said corporation.


Notary Public

My commission expires: MARCH 01, 1999

(Seal)

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